

DAVIS POLK & WARDWELL
450 Lexington Avenue
New York, New York 10017
Telephone: (212) 450-4000
Facsimile: (212) 450-6501
Marshall S. Huebner
Timothy E. Graulich
Lynn I. Poss

*Proposed Counsel to the Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

----- X
:
In re: :
:
: **Chapter 11 Case No.**
:
STAR TRIBUNE HOLDINGS : **09-10244 (RDD)**
CORPORATION, et al., :
: **(Jointly Administered)**
:
Debtors.¹ :
:
----- X

NOTICE OF PROPOSED FIRST DAY AGENDA

Location of Hearing: United States Bankruptcy Court
Southern District of New York
One Bowling Green
New York, NY 10004-1408
January 16, 2009 at 2:00 p.m.

I. INTRODUCTION

1. “**Petition**” Voluntary Petitions for Star Tribune Holdings Corporation and The Star Tribune Company (“**Star Tribune**”), the debtors and debtor in possession in these proceedings (collectively, the “**Debtors**”).

¹ The Debtors are: Star Tribune Holdings Corporation and The Star Tribune Company. The employer tax identification numbers and addresses for each of the Debtors are set forth in the Debtors’ chapter 11 petitions.

2. “**Affidavit**” – Affidavit of David Montgomery Pursuant to Rule 1007-2 of the Local Bankruptcy Rules of the Southern District of New York.

II. FIRST DAY MATTERS

PROCEDURAL MOTIONS

3. “**Joint Administration**” – Debtors’ Motion for Order Directing Joint Administration of Chapter 11 Cases.
4. “**Waive List of Creditors**” – Debtors’ Motion for (I) Waiver of Requirement for Filing List of Creditors and (II) Authority to Establish Procedures for Notifying Creditors of the Commencement of the Debtors’ Chapter 11 Cases.
5. “**Extend Schedules Deadline**” – Debtors’ Motion for an Extension of Time to File Schedules of Assets and Liabilities, Schedules of Current Income and Expenditures, Schedules of Executory Contracts and Unexpired Leases and Statements of Financial Affairs.
6. “**Case Management**” – Debtors’ Motion to Establish Certain Notice, Case Management and Administrative Procedures.

MOTIONS PERTAINING TO BUSINESS OPERATIONS

7. “**Cash Collateral Motion**” – Debtors’ Motion to (I) Authorize the Use of Cash Collateral, (II) Grant Adequate Protection to Certain Pre-Petition Secured Parties (III) Grant Related Relief and (IV) Schedule a Final Hearing Pursuant to Bankruptcy Rule 4001.
8. “**Cash Management Motion**” – Debtors’ Motion for Authorization to Continue to Use Existing Cash Management System and Maintain Existing Bank Accounts and Existing Business Forms.

9. “**Administrative Expense Motion**” – Debtors’ Motion to (I) Grant Administrative Expense Status to Debtors’ Undisputed Obligations to Vendors Arising From the Post-Petition Delivery of Goods Ordered Pre-petition and (II) Authorize the Debtors to Pay Those Obligations in the Ordinary Course of Business.

10. “**Customer Programs**” – Debtors’ Motion for Authorization to (I) Honor Pre-Petition Obligations to Customers and to Otherwise Continue Customer Programs and Practices in the Ordinary Course of Business and (II) Authorize Financial Institutions to Honor And Process Related Checks and Transfers.

11. “**Critical Vendors**” – Debtors’ Motion for Authorization (I) to Pay Pre-Petition Claims of Critical Vendors and (II) to Authorize Financial Institutions to Honor And Process Related Checks and Transfers.

12. “**Wages and Benefits**” – Debtors’ Motion for Authorization to (I) Pay Pre-Petition Wages, Salaries, Employee Benefits and Other Compensation, (II) Maintain Employee Benefits Programs and Pay Related Administrative Obligations, (III) Allow Employees to Proceed With Outstanding Workers’ Compensation Claims and (IV) Authorize Applicable Banks and Other Financial Institutions to Receive, Process, Honor and Pay All Checks Presented for Payment and to Honor All Fund Transfer Requests.

13. “**Insurance**” – Debtors’ Motion to Continue and Renew Their Liability, Property, Casualty and Other Insurance Programs and Honor All Obligations in Respect Thereof.

TAX MATTERS

14. “**Taxes Motion**” – Debtors’ Motion for Authorization to (I) Pay Pre-Petition Sales and Use Taxes, Employment Taxes and Other Similar Taxes and Fees and (II) Direct Financial Institutions to Honor and Process Related Checks and Transfers.

15. “**NOL Motion**” – Debtors’ Motion Pursuant to Sections 105(A) and 362 of the Bankruptcy Code for an Order Establishing Notification Procedures and Approving Restrictions on Certain Transfers of Interests in the Debtors’ Estates.

RETENTION MATTERS

16. “**Garden City Group, Inc. Retention**” – Application for Order Authorizing the Retention of Garden City Group, Inc. as Noticing Agent for the Debtors.

New York, New York
Dated: January 16, 2009

By: /s/ Marshall S. Huebner

Marshall S. Huebner
Timothy E. Graulich
Lynn I. Poss

DAVIS POLK & WARDWELL
450 Lexington Avenue
New York, New York 10017
Telephone: (212) 450-4000
Facsimile: (212) 701-6001

*Proposed Counsel to the Debtors
and Debtors in Possession*